

**Carlton Landing Fire and Rescue, Inc.
ORGANIZATIONAL MEETING MINUTES**

Date <u>8/6/2022</u> Time <u>1:00pm</u>	Location Home of Susan Zubik and via Zoom
Type of Meeting (circle) Organizational Regular / <input checked="" type="checkbox"/> Special / Emergency	Guest Jeri Holmes
Call to Order by Susan Zubik	Certification of Quorum by Susan Zubik, David Kimmel, Rosie Dominic, Gary Tarkington

MOTION that the following individuals shall be Directors of the Corporation: Susan Zubik David Kimmel Rosie Dominic Gary Tarkington	
Motion by: Susan Zubik Second by: David Kimmel	Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington Vote Nay: None
Discussion – Positions discussed, offered and accepted prior to the meeting. Craig Ireland is considering joining the board but will not confirm until later this month.	

MOTION that the following individuals shall be Officers of the Corporation:	
Susan Zubik	Title President
Rosie Dominic	Title Secretary
Rosie Dominic	Title Treasurer
David Kimmel	Title Vice- President
Gary Tarkington	Title Governance Chair - optional
Motion by: <u>Susan Zubik</u> Second by: Gary Tarkington	Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington Vote Nay: None
Discussion –Craig Ireland is considering joining the board as Treasurer. If he joins the board, he will be voted in at the next meeting.	

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MOTION that the Corporation shall carry Director's and Officer's (D&O) insurance.	
Motion by: Rosie Dominic Second by: Gary Tarkington	Vote: Postponed to next BOD meeting
Discussion: All agreed with the need for D&O insurance. Rosie Dominic will contact a vendor for a quote on D&O insurance and Susan Zubik will contact another vendor. Possible Expense - \$700 to \$800 annually.	

MOTION that the Corporation shall have a bank account under its new EIN and the Officers of the Corporation shall be the check signers.	
Motion by: Susan Zubik Second by: Rosie Dominic	Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington Vote Nay: None
Discussion: Jeremy Tolman to close out old account and transfer funds to new Bank of Oklahoma account. Susan Zubik will service as the registered agent for the account.	

MOTION that all acts taken by the Incorporators in filing the Certificate of Incorporation are hereby adopted and approved.	
Motion by: David Kimmel Second by: Gary Tarkington	Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington Vote Nay: None
Discussion Certificate of Incorporation is adopted. Members will be listed as Board of Directors. Change incorporators to board members through a friendly amendment	

MOTION that the Bylaws, as submitted to the Directors are hereby approved and adopted as the Bylaws of the Corporation.	
Motion by: David Kimmel Second by: Susan Zubik	Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington Vote Nay: None
Discussion Voted to approve with change/amendment of section 2.5 (page 6) to remove term limits and rotating positions	

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MOTION that the Conflict-of-Interest Policy, as submitted to the Directors, is hereby approved, and adopted.

Motion by: Rosie Dominic

Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington

Second by: Gary Tarkington

Vote Nay: None

Discussion; NOTE: may approve the entire governance manual or the stand-alone conflict policy to be attached to the IRS application for not for profit status as 501(c)(4). Either way, the stand-alone policy will need to be executed and sent with the application. Decided/approved COI policy only.

MOTION that the officers are authorized to submit Form 1024 Application for Recognition of Exemption under Section 509(a) of the Internal Revenue Code as well as other such applications for licenses, permits, identification numbers, tax returns and other instruments as may be necessary to carry on the business of the Corporation.

Motion by: Susan Zubik
Second by: Rosie Dominic

Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington

Vote Nay: None

Discussion

Jeri Holmes will submit documents for Form 1024 - for recognition of exemption under section 501(c)(4) of the Internal Revenue code

Future Action to be Taken by Officers:

The President shall ensure the Form 1024 (application for tax-exempt status) is filed.
The Secretary shall place the Certificate of Incorporation, Bylaws, Form 1024, and these Organizational Minutes in the Secretary's board book and make such documents available for public inspection.
The Treasurer shall ensure the books are set up to allow the tracking of information needed to complete Form 990 Tax Return and provide information for the filing of grants.

**Jeri Holmes will complete POA for 2848 for Attorney Right to Discuss Tax Matters.
Emma (from Jeri's firm) to email application along with other documents for DocuSign
Adoption of Governance Document**

MOTION to adjourn.

Motion by: Susan Zubik

Vote Yea: Susan Zubik, Rosie Dominic, David Kimmel, Gary Tarkington

Second by: Rosie Dominic

Vote Nay: None

Meeting Adjourned at 2:30pm